

0100697043
19312-A

BALL, JANIK & NOVACK
ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

JUL 18 8 55 PM '95

101 S.W. MAIN ST. SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

July 18, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is an Interim User Agreement Termination (Partial), a secondary document, dated July 18, 1995. The primary document to which this is connected is recorded under Recordation No. 19312. We request that this document be recorded under Recordation No. 19312-A.

The names and addresses of the parties to the Interim User Agreement Termination (Partial) are:

Lessor:

General Electric Company
33 West Monroe Street
Chicago, IL 60603

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Interim User Agreement Termination (Partial) consists of 170 General Electric AC4400 CW diesel-electric locomotives numbered SP 100-197, 215-284, and 301-302, all inclusive.

LICENSING BRANCH

JUL 18 12 04 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Consent - McDonald

BALL, JANIK & NOVACK

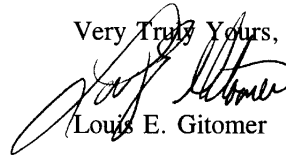
Honorable Vernon A. Williams
July 18, 1995
Page 2

A fee of \$21.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: an Interim User Agreement Termination (Partial) by General Electric Company, 33 West Monroe Street, Chicago, IL 60603, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 170 General Electric AC4400 CW diesel-electric locomotives numbered SP 100-197, 215-284, and 301-302, all inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

19312-H
JUL 18 1995 11:10 PM

INTERIM USER AGREEMENT TERMINATION (PARTIAL), dated July 18, 1995, between Southern Pacific Transportation Company, a Delaware corporation (the "SP"), and General Electric Company (acting through its Transportation Systems Business Operations) ("GE").

W I T N E S S E T H:

WHEREAS, SP and GE have entered into an Interim User Agreement for the AC4400 CW Locomotives, dated as of August 1, 1994 (the "Interim Agreement"), covering 203 AC4400 CW locomotives (having road numbers SP100 through SP302) (collectively, the "Units"); and

WHEREAS, the Interim Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303 on March 22, 1995, at 3:10 p.m., and was filed under Recordation No. 19312; and

WHEREAS, GE and SP desire to terminate the Interim Agreement with respect to certain of the Units and to record such termination with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, GE and SP hereby agree as follows:

1. Termination of Interim Agreement as to Certain Units. GE and SP hereby terminate the Interim Agreement as to the following Units:

<u>No. of Units</u>	<u>Description Of Equipment</u>	<u>Road Numbers</u>
170	General Electric AC4400 CW Diesel-Electric Freight Locomotives	SP 100-197, inclusive, SP 215-284, inclusive, and SP 301-302, inclusive

2. Recordation with ICC. GE and SP agree to record this instrument with the ICC on the date hereof or as promptly as practical thereafter.

3. Continuation of Interim Agreement as to Certain Units. GE and SP hereby acknowledge that the Interim Agreement shall continue in full force and effect as to the following Units:

<u>No. of Units</u>	<u>Description Of Equipment</u>	<u>Road Numbers</u>
33	General Electric AC4400 CW Diesel-Electric Freight Locomotives	SP 198-214, inclusive and SP 285-300, inclusive

4. Counterparts. This Interim User Agreement Termination may be executed by the parties hereto in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By: D.B. Tucker

Name: D. B. Tucker

Title: General Manager, Americas' Locomotive
Marketing/Sales/Service

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: _____

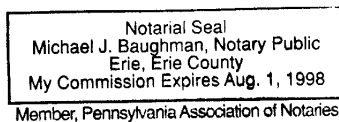
Name:

Title:

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF ERIE)

WITNESS my hand and official seal.

My Baugh
Notary Public



SPT 1995-B

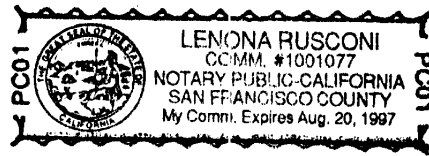
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

ss:

On July 13, 1995, before me, Lenona Rusconi, Notary Public, personally appeared L.C. Varberry, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lenona Rusconi
Notary Public



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By: _____

Name: _____

Title: _____

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: _____

Name: _____

Title: _____

L. C. Yarberry
L. C. Yarberry

Vice President Finance